AMENDMENT TO SERVICE AGREEMENT BETWEEN THE CITY OF SUNNYVALE AND CAPORICCI & LARSON, CPAS (FORMERLY CAPORICCI, CROPPER & LARSON, LLP) FOR FINANCIAL AUDITING SERVICES

This Amendment to Service Agreement, dated Advardages, is by and between the CITY OF SUNNYVALE ("CITY") and CAPORICCI & LARSON, CPAs ("AUDITOR").

WHEREAS, on May 15, 2001, CITY and AUDITOR entered into a Service Agreement whereby AUDITOR would perform professional financial auditing services: and

WHEREAS, on January 1, 2001 AUDITOR's business organization changed from the partnership of CAPORICCI, CROPPER & LARSON, LLP, to the partnership of CAPORICCI & LARSON, CPAs; and

WHEREAS, the parties now agree that an Amendment is advisable;

NOW, THEREFORE, THE PARTIES ENTER INTO THIS AMENDMENT TO SERVICE AGREEMENT:

The first paragraph of the Agreement is replaced by the following:

THIS AGREEMENT, dated May 15, 2001, is by and between the CITY OF SUNNYVALE, a municipal corporation ("CITY") and CAPORICCI & LARSON, CPAs ("AUDITOR").

All other terms and conditions remain unchanged.

IN WITNESS WHEREOF, the parties have executed this Agreement Amendment.

ATTEST:

CITY OF SUNNYVALE ("CITY")

APPROVED AS TO FORM:

CAPORICCI & LARSON, CPAs

("AUDITOR")

Stephen L. Larson, Par